

(The English version shall always prevail in case of any discrepancies or inconsistencies between English version and its Chinese translation.)

TERMS OF REFERENCE

BOARD NOMINATION COMMITTEE

On 29 February 2012, the Board of Directors of Guoco Group Limited (the “Company”) resolved to establish the Board Nomination Committee to take effect from 1 April 2012. The following set out the terms of reference for the Committee.

1. NAME OF COMMITTEE

There shall be established a board nomination committee of the Board of Directors of the Company (the “Board”), to be known as the Board Nomination Committee (the “Committee”).

2. APPOINTMENT OF MEMBERS OF THE COMMITTEE

- 2.1 The Committee shall comprise such number of directors of the Company as the Board may determine, provided:-
- the chairman of the Committee shall be the chairman of the Board or an independent non-executive director of the Company; and
 - majority of the Committee shall comprise members who are independent non-executive directors of the Company.
- 2.2 Unless otherwise determined by the Board the minimum number shall be three.
- 2.3 If a member resigns, ceases to be a director or for any other reason ceases to be a member of the Committee resulting in a reduction of the number of members below the minimum, the Board shall, as soon as practicable, appoint such number of new members as may be required to make up the minimum.
- 2.4 The Chairman of the Committee shall preside as Chairman at every meeting save that if at any meeting, the Chairman is not present and there is a quorum, the members present shall elect a Chairman who is an independent non-executive director.
- 2.5 All appointments of the Chairman and other members of the Committee shall be subject to prior approval of the Board.

3. TERM OF APPOINTMENT OF THE COMMITTEE

The Committee was constituted on 1 April 2012.

4. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

Subject to any regulation or restriction that may be imposed upon it by the Board from time to time, the Committee shall be responsible for, and the Board hereby delegates to the Committee, such of its powers, authorities and discretions as may be necessary for:

- 4.1 formulating, reviewing and implementing, as appropriate, a policy for the nomination of directors, including the nomination procedures and the process and criteria adopted by the Committee to select and recommend candidates for directorship for the Board's approval;
- 4.2 formulating a policy concerning board diversity, monitoring the implementation of such policy and to review the same, as appropriate, to ensure the effectiveness of such policy;
- 4.3 reviewing the structure, size and composition (having regard, without limitation, the balance between executive, non-executive and independent non-executive directors as well as diversity including skills, knowledge, professional experience, competences, length of service, gender, age, ethnicity, cultural and educational background) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 4.4 identifying and selecting individuals suitably qualified to become Board members and making recommendations to the Board on all proposed appointments to the Board and Board committees;
- 4.5 assessing the independence of independent non-executive directors;
- 4.6 making recommendations to the Board on the re-appointment of directors and succession planning for directors, in particular, the chairman and the chief executive of the Company; and
- 4.7 ensuring the Board receives an appropriate continuous training programme.

5. RESOURCES TO THE COMMITTEE

The Company shall provide the Committee sufficient resources to perform its duties. Where necessary, the Committee shall seek independent professional advice, at the Company's expense, with consultation with the Executive Chairman or the President/CEO of the Company, to perform its responsibilities.

6. PROCEEDINGS OF THE COMMITTEE

6.1 The Committee may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit and, subject to 6.2 below, determination of the quorum necessary for the transaction of business.

6.2 No business shall be transacted at any meeting of the Committee unless a quorum is present, which quorum shall at a minimum constitute two members.

6.3 All meetings of the Committee (including by electronic means e.g. via telephonic, video and web conference and other devices) may be held at such times and in such places as it deems appropriate. The Committee has the discretion to invite any director and such other persons as it deem necessary to attend any of its meetings.

6.4 Upon the request of any member of the Committee, the Secretary of the Committee shall, at any time convene a meeting of the Committee by notice served upon each member of the Committee.

6.5 All decisions of the Committee shall be made by way of resolutions which may for convenience be recorded as decisions in the minutes of the meeting. Questions arising at any meeting of the Committee shall be decided by a majority of votes of the members present and in the case of an equality of votes, the Chairman of the Committee shall have a second or casting vote. Members should abstain from voting in respect of any resolution which he is an interested party.

6.6 A resolution in writing signed by the majority of the members from the Committee (provided that a majority of the members participating in such a decision shall be independent) shall be as valid and effectual as if it had been passed at a meeting of the Committee. Any such resolution may be contained in a single document or may consist of several documents in like form, signed by one or more of the members. For the purpose of these regulations, "in writing" and "signed" include approval by e-mail, telex, facsimile, cable, telegram and other electronic transmission means.

- 6.7 The Committee shall cause minutes to be made in books to be provided for the purpose of the proceedings of all meetings of the Committee and of the attendances thereat and of all business transacted, resolutions passed and orders made at such meetings. Any such minutes of any meeting, if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting of the Committee, shall be sufficient evidence without any further proof of the facts therein stated.
- 6.8 The minutes of the Committee shall be kept by the Secretary of the Committee at the principal office of the Company, and shall be opened to the inspection of any member of the Committee or the Board.

7. SUPERVISION BY BOARD

The Committee shall at all times be subject to the supervision of the Board and shall ensure that all minutes / written resolutions of the Committee meetings are circulated to every member of the Board.

8. SECRETARY

The Secretary of the Committee shall be the Secretary of the Company or such other person as nominated by the Board.

9. DISSOLUTION, RE-ORGANISATION AND RE-ESTABLISHMENT OF THE NOMINATION COMMITTEE

The Board may at any time dissolve the Committee or reorganise the composition thereof or redesignate the powers, authorities or discretions thereof or after its dissolution re-establish the same, upon such terms and conditions as the Board shall determine.